

RECORDATION NO. 24254-C FILED

AUG 02 '06

10-16 AM

SURFACE TRANSPORTATION BOARD

Law Offices of  
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600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

August 2, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and a certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination of Lease, a secondary document, dated as of July 2, 2006. The primary document to which this is connected is recorded under Recordation No. 24254. We request that this document be recorded under Recordation No. 24254-C.

The names and addresses of the parties to the Partial Termination of Lease are:

Lessor:

General Electric Capital Corporation  
for Itself and as Agent for Certain Participants  
401 Merritt Seven, Suite 23  
Norwalk, CT 06851-1177

Lessee:

Entergy Arkansas, Inc.  
10055 Grogans Mill Road, Suite 300  
The Woodlands, TX 77380

A description of the equipment covered by the Partial Termination of Lease consists of 36 aluminum-sided rotary dump gondola railcars numbered ETRX 750099, 750253, 750381, 750442, 750474, 750489, 750525, 750536, 750690, 750701, 750769, 750869, 750873, 751076, 751135, 751148, 751219, 751239, 751240, 751414, 850285, 850336, 850450, 850492, 850505, 850582, 850609, 850653, 850668, 850697, 850737, 850786, 850795, 851218, 851268, and 850270.

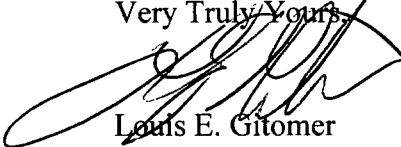
Honorable Vernon A. Williams  
August 2, 2006  
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A fee of \$ 34.00 is enclosed. Please return the original to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Partial Termination of Lease between General Electric Capital Corporation, for Itself and as Agent for Certain Participants, 401 Merritt Seven, Suite 23, Norwalk, CT 06851-1177, and Entergy Arkansas Inc., 10055 Grogans Mill Road, Suite 300, The Woodlands, TX 77380, covering 36 aluminum-sided rotary dump gondola railcars numbered ETRX 750099, 750253, 750381, 750442, 750474, 750489, 750525, 750536, 750690, 750701, 750769, 750869, 750873, 751076, 751135, 751148, 751219, 751239, 751240, 751414, 850285, 850336, 850450, 850492, 850505, 850582, 850609, 850653, 850668, 850697, 850737, 850786, 850795, 851218, 851268, and 850270.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name. The signature is stylized with a large loop at the end.

Louis E. Gitomer

Enclosures

AUG 02 '06

10-16 AM

## PARTIAL TERMINATION OF LEASE

## SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE is made as of July 2, 2006, by GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("GE Capital"), as lessor, and ENTERGY ARKANSAS, INC. ("Entergy"), as lessee.

## WITNESSETH:

WHEREAS, GE Capital and Entergy are parties to that certain Memorandum of Lease Agreement dated as of December 23, 2002 (the "Lease"), which has been recorded with the Surface Transportation Board (the "Board") on December 23, 2002, under Recordation Number 24254; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged solely with respect to the railroad equipment described on Exhibit No. 1 attached hereto (the "Equipment");

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease of the Equipment in the files of the Board, GE Capital and Entergy hereby terminate and cancel the Lease of the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Partial Termination of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Termination of Lease.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Partial Termination of Lease to be duly executed as of the date hereinabove first written.

GENERAL ELECTRIC CAPITAL  
CORPORATION, FOR ITSELF AND  
AS AGENT FOR CERTAIN PARTICIPANTS

By: [Signature]  
Name: Susan Timmerman  
Title: Duly Authorized Signatory

STATE OF CONNECTICUT)  
COUNTY OF Fairfield ) ss.

On this 27 day of July, 2006, before me, the undersigned Notary Public, personally appeared Susan Timmerman personally known to me to be the person who executed the within instrument as duly authorized signatory on behalf of General Electric Capital Corporation, the corporation therein named, and acknowledged to me that the corporation executed it.

[Signature: Susan A. Felis]  
Notary Public for \_\_\_\_\_  
My Commission expires 2/28/10

**SUSAN A. FELIS**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES FEB. 28, 2010

ENTERGY ARKANSAS, INC.

By: Frank Williford  
Name: FRANK WILLIFORD  
Title: ASSISTANT TREASURER

STATE OF LOUISIANA )  
 ) ss.  
PARISH OF ORLEANS )

On this 26<sup>th</sup> day of JULY, 2006, before me, the undersigned Notary Public, personally appeared FRANK WILLIFORD personally known to me to be the person who executed the within instrument as ASSISTANT TREASURER on behalf of Entergy Arkansas, Inc., the corporation therein named, and acknowledged to me that the corporation executed it.

Paul W. [Signature]  
Notary Public for STATE OF LOUISIANA  
My Commission expires is for life  
BAR # 21789

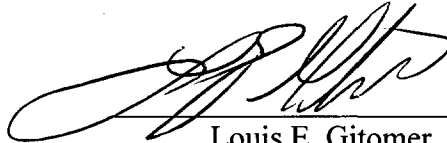
EXHIBIT NO. 1  
TO PARTIAL TERMINATION OF LEASE

Aluminum-sided rotary dump gondola railcars, with the following road numbers:

ETRX 851268, ETRX 850795, ETRX 850668, ETRX 850582, ETRX 751076, ETRX 750769,  
ETRX 750525, ETRX 750474, ETRX 750442, ETRX 750381, ETRX 850285, ETRX 750253,  
ETRX 750489, ETRX 750536, ETRX 750690, ETRX 750701, ETRX 750869, ETRX 750873,  
ETRX 751135, ETRX 751148, ETRX 751219, ETRX 751239, ETRX 750099, ETRX 751414,  
ETRX 850336, ETRX 850450, ETRX 850492, ETRX 850505, ETRX 850609, ETRX 850653,  
ETRX 850697, ETRX 850737, ETRX 850786, ETRX 851218, ETRX 851270, ETRX 751240

## CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination of Lease, dated as of July 2, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
August 2, 2006